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# 中裕燃氣控股有限公司

## ZHONGYU GAS HOLDINGS LIMITED

( incorporated in the Cayman Islands with limited liability )  
( Stock Code: 3633 )

### PROPOSED ISSUE OF US\$ SENIOR NOTES

#### THE PROPOSED NOTES ISSUE

##### Proposed Notes Issue

The Company proposes to conduct an international offering of the Notes. The Company has appointed HSBC as the sole global coordinator and HSBC, Credit Suisse and UBS as the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue.

No PRIIPs key information document (KID) has been prepared as the Notes are not available to retail investors in the EEA and the United Kingdom.

##### Proposed use of proceeds

The Company intends to use the proceeds from the Proposed Notes Issue to refinance certain of the existing offshore indebtedness of the Group.

## **Listing**

The Company will seek a listing of the Notes on the Stock Exchange. Admission of the Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Notes.

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be executed.**

## **THE PROPOSED NOTES ISSUE**

### **Proposed Notes Issue**

The Company proposes to conduct an international offering of the Notes. The Company has appointed HSBC as the sole global coordinator and HSBC, Credit Suisse and UBS as the joint lead managers and joint bookrunners in respect of the Proposed Notes Issue.

Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. As at the date of this announcement, the terms of the Proposed Notes Issue, including the aggregate principal amount, the offer price, interest rate, the payment date and certain other terms and conditions of the Notes have yet to be finalized. Upon finalizing the terms of the Notes, HSBC, Credit Suisse and UBS and other initial purchasers (if any), and the Company will enter into a Purchase Agreement and other ancillary documents.

The Notes will not be offered to the public in Hong Kong.

The Notes have not been and will not be registered under the U.S. Securities Act. The Notes will only be offered outside of the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act.

No PRIIPs key information document (KID) has been prepared as the Notes are not available to retail investors in the EEA and the United Kingdom.

### **Proposed use of proceeds**

If the Notes are issued, the Company intends to use the proceeds from the Proposed Notes Issue to refinance certain of the existing offshore indebtedness of the Group.

## **Listing**

The Company will seek a listing of the Notes on the Stock Exchange. Admission of the Notes to the Stock Exchange is not to be taken as an indication of the merits of the Company or the Notes.

## GENERAL

As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialize. Potential investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

A further announcement in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be executed.

## DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Zhongyu Gas Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“Director(s)”	the director(s) of the Company
“EEA”	European Economic Area
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of People’s Republic of China
“HSBC”	The Hongkong and Shanghai Banking Corporation Limited
“Notes”	the US\$ denominated senior notes to be issued by the Company
“Purchase Agreement”	the purchase agreement proposed to be entered into between, among others, the Company, the Subsidiary Guarantors, HSBC, Credit Suisse and UBS and other initial purchasers (if any) in relation to the Proposed Notes Issue
“PRC”	People’s Republic of China
“PRIIPs”	Packaged retail and insurance-based investment products (2002/92/EC)

“Proposed Notes Issue”	the proposed issue of the Notes by the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantors”	certain existing offshore subsidiaries of the Company providing guarantees for the Notes
“UBS”	UBS AG Hong Kong Branch (UBS AG is incorporated in Switzerland with limited liability)
“US\$”	United States dollar, the lawful currency of the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended

By order of the Board  
**Zhongyu Gas Holdings Limited**  
**Wang Wenliang**  
*Chairman*

Hong Kong, 20 May 2021

*As at the date of this announcement, the Board comprises of Mr. Wang Wenliang (Chairman), Mr. Lui Siu Keung (Chief Executive Officer), Mr. Lu Zhaoheng, Mr. Li Yan and Mr. Jia Kun as the executive Directors, Mr. Xu Yongxuan (Vice-Chairman), as the non-executive Director and Mr. Li Chunyan, Dr. Luo Yongtai and Ms. Liu Yu Jie, as the independent non-executive Directors.*